EXHIBIT A

THE IPRO TECH ADVANTAGE
A Unique Program For Legal Copy Operations

IPRO TECH

Product Capabilities

1. Imitates Litigation copy process.
2. Copy, simplex, duplex.
3. Copies-size for size.
4. 60-second project set-up.
5. Binding elements capture & retention.
   Insertion, deletion before or after a copy, with page report and Bates number, auto suffixes to avoid reprint of collections.
6. Folder/document level descriptions
   Capture & Reporting
   Copy/rescan group of copies
7. Print at copy time.
8. Bates label.
9. Message label.
10. Box splitting.
11. Touch screen interface
12. Auto size paper in auto feed mode, or from the glass.
13. One touch document group copying
14. One touch single page copying or large groups of single pages
15. One touch unbound document copying
16. Box descriptions, folder descriptions or document descriptions. Data entry at copy time, or via an admin station.
17. Stand alone, no admin station required.
18. Networked or stand-alone.
19. Slip sheet place holding
20. One-Touch contact setting.
21. Thumbnail, full or medium page display review screen.
22. Auto select or size selection for print/copy.
23. Image key print on/off selection.
24. Binding elements slip sheeting on/off selection.
25. Simplex, duplex or full duplex copy or on demand printing.
26. Print font and size selection for Bates label and description.
27. Selection of Bates number location.
28. Selection of message location.
29. Clipping value selection.
30. Margins for 2/3 hole punch.
31. Print image scaling-scale to fit, or expand to fit.

31. Printer page frame sizing and size settings.
32. Paper tray settings & tray selection.
33. Number of copy settings starting at 0
34. Despeckle with setting values.
35. Blank page detection with threshold options.
36. Auto purge on/off for project purging.
37. Box summary report with manifest reporting.
38. Detail report for document breaks & counts.
39. On demand printing with:
   a) Range printing
   b) All project options previously listed plus
      a. Group copies per set or
      b. Per document
40. Export Project to:
   a) CD
   b) DVD
   c) Export files
   d) Validate all data exported
   e) Include Viewer: yes/no
   f) Include Viewer & Database: yes/no
41. Print directly from custom CD or DVD with all print functionality previously listed.
42. Merge split box copied over single or multiple MFD's.
43. Repair collection & box database.]
44. Remote QC of collection.
45. Front & back page tracking.
46. Burn speed settings.

When was the last time anything New or Innovative was offered in Litigation or Copy Services?

Consider APEX

Assume you need to do something with these copies – Building Witness Kits, Depositions, or Issue Binders

What If: The print quality of your copies was measurably and visibly better, especially hard to read onion skin originals?

- You could have a BATES NUMBER on each page of your copies, always located in the lower right-hand corner? (And your originals were left in their original, unlabeled condition.) - **No more "copy label copy!"**

- The words POOR ORIGINAL were printed at the bottom of the page, next to the BATES number, when the original document was illegible?

- You could have your own customized message printed at the bottom of each copy, indicating such terms as "Confidential, produced under Court Order, Judge Karen M. Burton-Document #11731"?

- Your copies were delivered to you in three-ring binders, and, instead of using staples or clips to denote document boundaries, you could have the letter "D" on the page for document, "F" for folder, and "C" for child or attachment boundary, printed next to the BATES number in the lower right hand corner? Would this make it easier to turn the pages in your binders?

- You received a detailed manifest of the box, or a box contents report along with your copies?

- The box contents report was provided on a diskette, in an ASCII format easily imported into a database wherein you could code or index your documents quickly and efficiently?

- You were able to have new BATES numbers applied to additional copies (after privileged document pull) and receive a comma-delimited ASCII file that cross-references your original and new Bates number in the re-numbered set of copies?

- You don't have to provide the originals to us again? (We have them in their original form, in electronic format. No need to pull staples, disassemble documents, or risk damage to your originals.)

- The new copies are first copy quality- exactly like the first set you received, with no degradation of clarity?

- If any of the above services and capabilities would enhance your litigation efforts, and you would like to know more:

Call APEX at 123.456.7890

WHO WE ARE

Founded in 1989, IPRO TECH rapidly became the most widely used and recognized name in the legal scanning and imaging software industry. By focusing only on the legal market and developing powerful document imaging and retrieval systems, IPRO TECH has literally set the industry standard for excellence. IPRO TECH's technology is used by 50% of the Nation's top 10 firms, 40% of the top 20 and 25% of the top 100.

Most recently, IPRO TECH has attracted significant attention, due to the introduction of a unique software and operations offering called the "Laser Print Program." This system has enabled traditional legal copy shops to add to their current service offerings, build a moat around their existing business, and significantly increase market share and profits. Additionally, with the assistance of IPRO TECH's technical support staff, current IPRO TECH clients utilizing the Laser Print Program have experienced additional revenue gains by filling their client's emerging demands for imaging, coding and software solutions.

THE LEGAL DOCUMENT "REPRODUCTION INDUSTRY"

For years, the legal market has traditionally requested paper copies of original documents used in the legal environment. While this is still the predominant means of reproducing documents, the legal community has displayed a significant trend towards digital litigation solutions like scanning, imaging and database coding. Many traditional legal copy shops have seen their clients gravitate towards imaging and coding on larger projects, and some of the nation's larger firms have even implemented imaging and coding on smaller projects. The legal market is rapidly beginning to understand and experience many value added benefits associated with digital litigation solutions, including reduced costs and improved efficiencies, which help them position themselves competitively.

As popular as digital litigation solutions are becoming, there is still an enormous percentage of documents being reproduced in hard copy form by traditional legal duplication services. Competition for this business is fierce; however, as many new players enter the national market every year and existing competitors expand into additional cities. Furthermore, as digital litigation solutions begin to impact hard-copy market opportunities, existing legal copy shops are fighting for a piece of a smaller market.

Compounding the problems already facing standard legal copy shops, customers have significantly raised their value and performance standards. Not too long ago, a copy shop that could offer 98% deadline compliance and 99% perfect work guarantees was ensured a lion's share of any market. Now, however, with so many copy operations raising their performance levels, paralegals and attorneys have begun to "expect" this level of service as a normal standard. To

competitors, that they now view as relatively "equal," to fight for business by lowering prices. All of this can have a dismal impact upon an operation's profitability and can adversely affect the long-term performance and survival of any legal photocopy business.

THE IPRO TECH SOLUTION

Because IPRO TECH recognizes that there is a sizable percentage of the legal document reproduction marketplace that still demands copies in paper form and an equally significant portion of that market that is slow to embrace digital litigation solutions, IPRO TECH developed a revolutionary software and procedure system for legal copy operations, with two distinct levels. This system was designed to assist standard legal copy shops in gaining a superior advantage, increasing market share, maximizing profits, and insulating current business in a marketplace wrought with commoditization, price wars, and intense competition.

Solution Level I: The Laser Print Copy Shop –

Traditional legal copy shops have experienced remarkable increased revenues, efficiency and profits by adding IPRO TECH's Laser Print technology to their current photocopy offerings. This IPRO TECH technology utilizes a unique software scanning system called IPROScan™ to produce higher quality "copies" with noteworthy value added features, not available with standard copy equipment. These features include:

- A tailor made Bates™ number **printed** on each copy; always in the lower right hand corner, with a built in margin to guarantee that the number never covers viable information.

- The ability to **print** customized messages like "Confidential, pursuant to court order," "Poor Original," or any other notation at the bottom of only those copies to which the message applies.

- The option for clients to simply call their Account Manager for additional copies, without the need to pick up original documents. Because of "smart technology" built into IPRO TECH's software, these copies can be recreated – staple per staple, clip per clip, etc.. with no need to view the client's originals again.

- A unique feature that enables consecutive Bates™ numbering, with no gaps or suffix's.

- Enormous time savings on Copy – Label – Copy projects. Two sets of automatically labeled Laser Print copies can be generated by scanning the original documents once. Traditional Copy – Label – Copy

- First generation copy quality for every duplicate set.

- Ease of use, so that standard copy operators can seamlessly transition back and forth between the Laser Print system and copy machines.

- An option that provides for 100% folder, or document title capture during the Quality Control phase. This data can be utilized to immediately generate a File Folder and Document Title manifest, with folder and document number ranges.

- Pulled-Privileged, Zero-Bates^{TM} gap copy sets; produced by electronically pulling privileged documents, immediately renumbering the document population, and producing a Laser Print copy set in a fraction of the time consumed by traditional labeling and copying methods.

- Chronological copy sets, produced by capturing each document date during the scanning phase, on IPRO TECH's smart slip-sheets, or during the Quality Control phase. After scanning, the dates are sorted and a chronological copy set is generated.

Amazingly, standard Laser Print production speeds exceed traditional copying speeds. While value-added services like Chronological Copy Sets require a minor investment in labor, these costs (estimated at $.01 per page) are easily passed on to the end user. Legal professionals are willing to pay a premium price for this unique service that saves them considerable time and money.

IPRO TECH's Laser Print program offers some tremendous benefits for traditional legal copy Account Managers as well. Because so many vendors are purporting to offer the same service and are using the same methods to approach valid prospects, legal professionals are often reluctant to meet with Account Managers, unless they can offer something unique. Additionally, firms with solid FM's are often off limits to Account Managers who are told that, because the FM offers the same service internally, all copy work must be kept inside the firm.

IPRO TECH's Laser Print program solves both of these problems. Because Laser Print offers some unique services like, Chronological Copy Sets, Automatic Bates^{TM} Numbering, Pulled Privileged Copy Sets, and the option of not having to pick up original documents to produce future copy sets, Account Managers have a value added reason to meet with new prospects. Additionally, because FM's do not offer these services, many IPRO TECH Laser Print vendors are legitimately earning business from previously uncooperative FM firms. Most importantly, Account Managers who sell Laser Print do not need to understand

As the market leader in digital litigation imaging solutions, IPRO TECH is the only litigation software company that is actively working with litigation copy shops, because we have designed the only software sophisticated enough to create and print images with Bates^{TM} numbers in "real time." This enables legal copy operations to print copy sets and perform page-by-page, hard copy QC during the imaging process, the moment an original document is digitally captured. Any other software package requires users to assign Bates^{TM} numbers and to print at the end of the imaging process, causing significant deadline delays, not typically accepted in the quick-turnaround legal copy environment.

In summary, IPRO TECH's Laser Print program is a unique software and operations offering that provides legal copy vendors with a tremendous opportunity to "change the competitive playing field" and become a value added strategic partner with their clients. Rather than being perceived as a "commodity" provider, copy services adding IPRO TECH's Laser Print Program to their product offering can readily distinguish themselves from their competitors and, in-turn, command higher prices. Additionally, as clients request full-scale digital litigation solutions, Level I Laser Print providers can easily transition into IPRO TECH's Level II services and protect and expand their market share, despite fierce competition from standard legal copy shops.

Solution Level II: Full-Scale Imaging, Scanning & Coding –

Traditional legal copy shops currently implementing IPRO TECH's Level I Laser Print Program have seamlessly transitioned into providing Level II imaging and scanning services for their existing customers and for additional clients who have already gravitated towards digital litigation solutions, but who are dissatisfied with their current vendors. By using the same IPROScan software, with a slightly varied implementation, Level I shops can quickly become Level II providers of imaging and scanning services.

Used for scanning and imaging purposes, IPROScan software is the most advanced package on the market. By utilizing IPRO TECH's advanced Hot Key system and document title and date capture technology, in conjunction with IPROView Premium viewing software, Level II shops can provide their clients with the ability to run key word or date searches, before traditional coding is even performed. This IPRO TECH "smart scanning" technology allows a client to conduct valuable document searches before the coding process even begins, and adds significant value to an IPRO TECH Level II provider's work product. Additionally, Hot Key, date, folder and document information, captured at scanning, can be imported into standard database packages like Summation^{TM} and Concordance^{TM}, resulting in significant time and cost savings to client of Level II providers, if the document population is eventually coded.

Being a Level II IPRO TECH provider has additional advantages as well. With expert assistance and training from IPRO TECH's technical staff, Level II shops

offerings to Level II scanning, imaging and software services to be extremely manageable and financially rewarding.

One final market advantage associated with Level II services is the option to provide database coding. By strategically linking with IPRO TECH or other IPRO TECH partners, Level II providers can offer competitive coding service rates. In some instances, legal copy shops may even choose to offer coding services in-house, and rely upon IPRO TECH as a back-up provider on larger projects.

EXHIBIT B

Tuesday Oct 3, 2000
1:00 PM meeting review of last weeks assignments;

Product Development:

Assignments:
1. Tools review of ideas to create, change, enhance user interface.
2. Dongel on E-code - Beta servers now up and running.
3. Scanning prep sheet for laser print shops (easier, ie start staple, stop staple ect.)

Sales and marketing:

Assignments: Charlie Phillips, Terri Tipton
1. list of end users not purchasing maintenance agreements
2. list of end users not purchasing any software this year

Assignments: Sales Jeff and Phil
1. who are the two resellers this quarter who are not clicking dongels you are targeting?
2. Sales pitch to System Integrators due today! Rich Ruyle to eval.
3. Pick one salesman in each laser print shop to mentor on laser print.

Marketing: Karen
1. Business cards, stationary, letterhead and thank you note cards with in three weeks from sept. 29th.
2. Set schedule for building collateral that sates our value add and comparison
3. Laser print franchise book – define what it is and then build a schedule for its development.
4. Gather testimonials from clients on the various products

Product Development, Sales & Marketing, Accounting:

1. ideas on rewards concept to increase dongel sales.

Pricing Approval:

1 Review of pricing.

Bowne Deal:

1. Understanding the maintenance agreement between Bowne and their client and Bowne and IPRO Tech. A. % of fees. B. Begin time frame. C. Separate agreement for their use.
2. Quantity purchases – correlating them between our organizations.
3. Margin offered to Bowne? ███████%
4. Logistics of licenses: 180 clients, 289 servers, 7,949 seats.
5. EZ Scan idea.
6. No OCR to be given.
7. Escrow of Software
8. Tracking of interference of relationship from our SI's and Resellers.

Third Bowne deal: ASP hosting

1. regular pricing of SW to Bowne

EXHIBIT C

THEME: WHAT DO WE WANT TO BE WHEN WE GROW UP?
STRATEGIC FRAMEWORK MEETING

OPENING COMMENTS....

What are we now?

> "Small niche litigation software company in transition."
>> Hardcopy based
>>> Coding / Retrieval / Scanning

Goals?

Where's the profitability? – small (niche) / medium / large

What are we grooming the company for? – sell company / go public / operate status quo

███████████████████████████

> Reasons: See BIG pay off for hard work; feeling of accomplishment for developing good company/products; have options or freedom of choice with what to do with future.

Is there an exit strategy?

> Exit Strategy:
>> If we sell where do we need to be?
>>> ███████████████████A)
>>> Example ███████ s price per person gives how much you want to sell company at.

> Sales Price?
>> ████████████████
>> ███████████
>> ████████████████

>> To reach these numbers, necessary to expand the litigation market. .

Problems?

> Speed of Technology.

WHAT: Grow company to █████████████ within 3 to 5 year period.

WHY: Goal attainment with meaningful product development for a LARGE financial reward.

WHEN: Within 3 – 5 years

WHERE: Phoenix, Arizona

HOW: Strategies – Categories
- Leverage Strengths
- Staying Focused / Identifying Superior Strengths
- Product Development
- Alliances
- Acquisitions
- Research & Developments
- Pursue Other Verticals
- Capital Requirements
- Venture / Angel Capital
- Incentives to Personnel
- Organization Structure
- Sales Management
- Marketing
- Steps to Growth - 1Year Focus / 2 Year Focus / 3 – 5 Year Focus
- Sales Channels
- Customer Service
- Controlled Growth
- Business Plan Development

1)   <u>STAYING FOCUSED / IDENTIFYING SUPERIOR STRENGTHS & LEVERAGE THEM</u>

Strengths:

a) Scanning Software

b) Coding System = Leading Edge

c) Company Name = good for various markets

d) Client Service

e) Accounting / Collections

f) Ruyle

g) Brawn

h) Management Team Communication

i) Nimble

j) Image Management <u>SYSTEM</u>

k) 'Click' Revenue = Reoccurring

l) Market Penetration

m) Fiscal Responsibility

n) Client Loyalty

Weaknesses:

a) No Capital

b) Behind 'Leading Edge' in Development Tools

c) Behind 'Leading Edge' in Basic Code

d) No Back Up to Chief Scientist

e) No Customer Information Systems / Database

f) Scope Limited to Imaging / Paper

g) Behind in Marketing

h) Home Run Orientation

i) Sales Force #'s / Training

j) Distribution Channel Weak

k) No Credit Check on Clients

l) No Business Plan

m) Lack of Tracking Sales & Marketing Efforts

n) No Alliance Relationships

2) RESEARCH/DEVELOPMENT~PRODUCT DEVELOPMENT~ALLIANCES~AQUISITONS

RESEARCH & DEVELOPMENT - In Litigation Market

- Personnel Additions:

  Immediately – Developer with ability in VB / C / C++

  3rd Quarter 2001 – Tester

  1st Quarter 2002 – Product Manager

  2nd Quarter 2002 – Documentation

- Tools

  PDF Tools – Adobe

  Multi File Support Tools

RESEARCH & DEVELOPMENT - In Vertical Markets

- Personnel Additions:

  3rd Quarter 2003 - Integration Production Manager

  1st Quarter 2001 - Software Engineer (Data Entry/Processing)

  2nd Quarter 2001 – Developer to head up all other markets

  4th Quarter 2002 – Tester

  4th Quarter 2003 – Product Manager

PRODUCT DEVELOPMENT - In Litigation Markets

- PDF
- Multi-File Support
- Electronic Data Discovery (print to tiff)
- Internet / IIS / Capture
- Shrink Wrap System
- Repository Development
- Coding
- True Laser Print
- Enhance User Interface

  (All above products to be started 1st Qtr 01)
- Data Base Program via Access (if unsuccessful with Concordance/Summation Alliance – will complete our own database in any case 3rd Qtr 01)

PRODUCT DEVELOPMENT - In Vertical Markets

- Data Processing
- Transportation (Trucking, Auto Dealers, Aviation, Moving Systems, Auto Rental)
- Financial (Accounting, Financing)
- Pharmaceutical / Health Care (Hospitals, Doctors)
- Insurance (Health, Commercial & Residential Policies)
- Construction
- Education
- Human Resources
- Translation

(Note - K. Burton to Research Top Ten Small/Medium/Large Companies in each of the above markets and contact to compile survey information by March 2001)

ALLIANCES – In Litigation Market

- JFS / Bowne Business Systems
- ½ Year Goal – Alliance with Concordance and/or Summation
- Court Reporter (Live Notes)[1]
- Trial Presenters (Sanction, Trial Director)[2]
- Case Repositories (Lexus, I-Conect, Case Central, RingTail)[3]
- Scanning Vendors (Xerox, Cannon, Figistu, Bell & Howell/Ricoh)[4]
- Time & Billing (Elite)[5]
- Document Management (PC Doc, I-Manage)[6]

ALLIANCES – In Vertical Markets

- Software
- Services

ACQUISITIONS – In All Markets

- Sanction, Trial Presenters Software

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[1] Assigned to Jim King to Contact
[2] Assigned to Jim King to Contact
[3] All Assigned to Jim King Except Ring Tail, which is assigned to Terri Tipton
[4] Assigned to Karen Burton to get Contacts for Jim King
[5] Assigned to Jim King to Contact
[6] Assigned to Karen Burton to get Contacts for Jim King

3) <u>SALES MANAGEMENT AND MARKETING</u>

- ████████ venue = Sales & Marketing Budget

SALES MANAGEMENT:

- Areas of Sales (grouped by Sales Teams)

  Sales Team I
  - a) End Users
  - b) Copy Shops (Level I) /Level II Clients
  - c) System Integrators / Consultants
  - d) Application Service Providers
  - e) Coding Application

  Sales Team II
  - a) OEM / Kiosk
  - b) Shrink Wrap

  Sales Team III
  - a) Data Processors
  - b) Vertical Markets

- Personnel Needs – In Litigation Market

  Today: Vice President of Sales – James King

  Sales Manager – Terri Tipton

  Assistant Sales Manager – Jeff Henry

  Sales Representative – Phillip Guthrie

  Sub-Sales Team – Client Services

  Future: January 2001 – 1 Sales Rep for Team I (Sys Integrator/Consultants/End Users)

  1st Quarter 2001 – Contract with a Consultant to "connect the dots" for us

  2nd Quarter 2001 –1 East Coast Sales Rep for Team I (ASP/Level I/Level II)

  3rd Quarter 2001 – 2 Client Service Representatives (Lit-Support/Training)

  4th Quarter 2001 – 1 Sales Rep for Team I (Sys Integrator/Consints/End User)

  1st Quarter 2002 – 2 Sales Reps for Team III (Kiosk / Shrink Wrap)

  3rd Quarter 2002 – 1 Client Service Representative (Lit-Support/Training)

  4th Quarter 2002 – 1 Client Service Representative (DP-Support/Training)

  3rd Quarter 2003 – 2 Sales Reps for Team III (Kiosk / Shrink Wrap)

  2nd Quarter 2003 –1 Client Service Representative (Lit-Support/Training)

- Personnel Needs – In Vertical Markets

    Data Entry/Processing:

    > 3rd Quarter 2001 – 1 Sales Rep

    > 1st Quarter 2002 – 1 Sales Rep

    All Other Vertical Markets:

    > 4th Quarter 2001 - 1 Sales Representative/Relationship Builder

    > 1st Quarter 2003 – 1 Sales Representative/Relationship Builder

    > 2nd Quarter 2001 – 1 Client Service (All other verticals)

    > 4th Quarter 2003 – 1 Client Service (All other verticals)

MARKETING:

- Trade Shows
- Advertising
- Public Relations
  a) Press Release
  b) Corporate Spokesman
- Branding
- Promo Seeding
  a) 1st Qtr 2001 – 60 day promo "Free IPRO EZ Scan"/one per site ($49.95 w/ 1k clicks)
  b) Immediately seed top 100 Law Schools w/ v6.0

    > Includes viewer/scanning/build new/reports utilities

    > Connect school with resellers follow up with training

- Collateral / Brochures / Merchandise
- Web Site
- Co-oping
- Business Plan
- Consultants Services
- Reseller Conferences / Meetings

- Personnel Needs:

    1st Quarter 2002 – Marketing Assistant for Data Entry/Processing Markets

    2nd Quarter 2002 – Marketing Assistant for Vertical Markets

Additional Administrative Personnel Needs

Human Resouces

Accounting

Phone – Call Center System

Administrative Assistance

MIS

Shipping

4) <u>INCENTIVE PLANS</u>

- Standard Package (Vacation/Sick/Holiday)

  Possible Adjustments:

  > Vacation accrues 2 weeks per year does not roll must be used by 1st Qtr following yr

  > Personal Days/Floating Holiday/Attendance Bonus = 6 total annually

- Disability (Long Term / Short Term)

- 401k Plan

  Possible Adjustments:

  > Time to Qualify
  >
  > > a) ? to TPGR - can we have employees who can come on immediately and make contribution but have a different time in which they qualify for matching?
  > >
  > > b) change waiting time to 6 month waiting
  > >
  > > c) change entry time to quarterly
  >
  > Matching

- Bonus

- Stock Option Plans

- Performance

- Virtual Work Force

  Client Service Telephone Support

  Documentation

  Research & Development Software

  Sales Representatives

  Marketing Assistants

  Issues:

  > Hardware – who pays
  >
  > Software
  >
  > T-1 / Cable / ISP Ready

- Flex Time/Flexible Shift

- Job Share

5) <u>CAPITAL REQUIREMENTS</u>

- 2 Programmers
- 12 Sales Rep/Consultant
- 7 Client Service Reps
- 1 Tester
- 1 Documents
- 2 Product Manager
- Accounting/Administration
- 2 Marketing Assistance
    - Sub Total
    - 20% Burden
- Equipment/Computers
- Telephone System
- Customer Database
- Miscellaneous
- Occupancy Increase
- Travel
- Marketing
- Phones Increase
- Acquisition of Sanction